

# HELM

FINANCIAL CORPORATION

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March 17, 2003

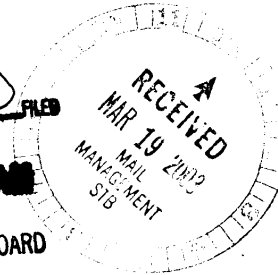
Mr. Vernon Williams  
Surface Transportation Board  
1925 K Street, NW  
Washington, D.C. 20423-0001

RECORDATION NO. 19024-D FILED

MAR 20 '03

10-39AM

SURFACE TRANSPORTATION BOARD



RE: Full Termination of Lease dated as of January 7, 2003 ("Termination") by Helm Financial Corporation.

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully executed originals of the above-referenced Termination.

In connection with the recording of the Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Name and Address of Lessee: Norfolk Southern Railway Company  
110 Franklin Road S.E.  
Roanoke, VA 24042-0072

Equipment: 40 Flatcars  
NS 114565-114604 (Inclusive)

Please record this Termination as a supplemental agreement to STB Recordation No. 19024 filed on October 19, 1994. The filing fee of \$30.00 is included in our enclosed Check No. 3391 in the amount of \$90.00.

Summary: Full Termination of Lease dated as of January 7, 2003 by Helm Financial Corporation for 40 flatcars, NS 114565-114604 (Inclusive), to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 19024.

Yours truly,

Sharon L. Van Fossan  
Supervisor Contract Administration

/svf  
Enclosures (2)

RECORDATION NO. 19024-D FILED

MAR 20 '03 10:39 AM

**FULL TERMINATION OF LEASE**

**SURFACE TRANSPORTATION BOARD**

**THIS FULL TERMINATION OF LEASE ("Termination")** is dated as of January 7, 2003 by **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**").

**Recitals.**

**A.** Lessor (as assignee of Helm Equipment Leasing Corporation) entered into the Lease of Railroad Equipment dated as of January 13, 1994, as amended ("**Lease**"), with **Norfolk Southern Railway Company**, a Delaware corporation, with respect to the forty (40) railcars described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation ("**STB**") under STB Recordation No. 19024 filed on October 19, 1994.

**B.** Lessor desires to execute this Termination to evidence for the public record the termination of the Lease and of all the rights and obligations of Lessee with respect to the Units under the Lease.

**NOW, THEREFORE**, in consideration of the premises, Lessee does hereby acknowledge and confirm:

**1. Termination of Lease.** Effective January 31, 2003, Lessee hereby declares for the public record that the Lease is formally fully terminated with respect to the Units and that all rights and obligations of the parties arising under the Lease with respect to the Units have forever ceased.

**IN WITNESS WHEREOF**, Lessor has executed this Termination to be executed as of the date first above written.

**HELM FINANCIAL CORPORATION**

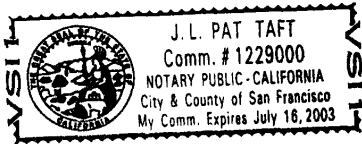
By: Barbara W. Wilson  
Name: Barbara W. Wilson  
Title: Senior Vice President and CFO

STATE OF CALIFORNIA                    )  
  ) S.S.  
COUNTY OF SAN FRANCISCO        )

On January 7<sup>th</sup>, 2003, before me, J. L. Pat Taft, personally appeared Barbara W. Wilson, Senior Vice President and Chief Financial Officer of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-  
— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/~~are~~ subscribed to the within instrument and acknowledged to me that ~~he~~/she/~~they~~ executed the same in ~~his~~/her/~~their~~ authorized capacity(~~ies~~), and that by ~~his~~/her/~~their~~ signature(~~s~~) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

  
SIGNATURE OF THE NOTARY

[Notarial Seal]

SIGNATURE OF THE NOTARY

[Notarial Seal]

**SCHEDULE A**

**To the Full Termination of Lease dated January 7, 2003**

**Equipment Description:**

Forty (40), 100-ton log flatcars.

**Unit Numbers:**

NS 114565-114604